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SHERMING EDITION OF PROTECTION & 1997 G

January 4, 1978

Hon. H. G. Homme Acting Secretary, Interstate Commerce Commission Washington, D. C. 20423

Dear Sir:

On December 30, 1977, SSI Rail Corp. was merged into Itel Corporation, a Delaware corporation, of One Embarcadero Center, San Francisco, California, 94111. In the future, all business formerly conducted by SSI Rail Corp. will be conducted in the name of Itel Corporation, Rail Division.

Itel Corporation, Rail Division, has assumed all of the obligations of SSI Rail Corp. under the conditional sale agreement and leases which are set forth on Exhibits A, B and C to this letter. Exhibit A sets forth the conditional sale agreements under which SSI Rail Corp. was the purchaser. Exhibit B sets forth the dates of the leases and the lessor under such leases where SSI Rail Corp. is the lessee. Exhibit C sets forth the dates of the leases and the lessee under such leases where SSI Rail Corp. is the lessor.

Also enclosed herewith is our check in the amount of \$520.00 in payment of the Commission's fee of \$10.00 for each cross-referencing.

I would appreciate your cross-referencing all of the filings set forth on Exhibits A, B and C to indicate that SSI Rail Corp is now known as Itel Corporation, Rail Division. (60) copies of this letter are enclosed so that you may place one copy in each of your files and return the remaining ones to Sullivan and Worcester who will be filing this letter on our behalf.

actin D. Goodman

Vice President-Legal Services

HDC:md Enc.

TAX TOTAL

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PC Corporation	The Pank of California	97/79	3:05 pm	8277	8/3/78	\$/1/76 \$/1/76	9272-B	M/01/1	1.50 pa	8272-C	67/16	\$ 146 146 146 146 146 146 146 146 146 146	8273-A	Cities	- 1	1 2 2	
THE Corporation	Pirat Penna.	6/4/16	1146 pm	1353	87778	8/32/76 6/25/76	135-1	1/36/16	\$77.8 85.11	3-11/1 \$2/1/4 1:30 be	\$17178	10.33	0353-A	C16,0012	- 1		
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Manufacturers Hanover Leasing Corporation	Schuler Industries, Inc.	North Carolina National Bank	Mellon National Leasing Company	Pittsburgh National Bank of Detroit	Seattle First National Bank	Rainier Bank Equipment Leasing , Inc.	. McDonnell Douglas Finance Corporation	First Security Bank of Utah, N.A., as trustee	Birmingham Trust National Bank, as trustee	Lessor Under Lease
6/28/77	11/1/77	7/18/77	11/23/76	7/20/77	2/18/76	3/31/77	3/16/76	3/15/76	4/1/76	Date of Lease
2:30 P.M. 6/30/77	1:10 P.M. 11/4/77	3:30 P.M. 7/20/77	l:45 P.M. l2/l4/76	3:30 P.M. 7/20/77	2:10 P.M. 2/23/76	11:20 A.M. 4/1/77	2:20 P.M. 3/26/76	ll:45 A.M. 5/12/76	10:30 A.M. 4/22/76	Date and Time of Filing of Lease with
8870	9050-A	A-8688	0198	8837-A	8219	8770	8246	8322-B	8298-B	ICC Recordation Number for Lease

Chattahoochee Industrial Railroad	Camino, Placerville and Lake Tahoe Railway Company	Cadiz Railroad Company	Atlanta & St. Andrews Bay Railroad Company	Atlanta & St. Andrews Bay Railroad Company	Ashley Drew & Northern Railway Company	Arkansas & Louisiana Missouri Railway	Apalachicola Northern Railroad Company	Apache Railway Company	Lessee under Lease
2/14/77	2/9/77	11/10/76	10/5/76	9/1/75	3/29/77	6/14/77	1/25/77	6/1/76	Date of Lease
4/1/77 11:20 a.m.	4/27/77 12:45 p.m.	1/10/77 2:05 p.m.	11/19/76 10:30 a.m.	4/26/76 2:20 p.m.	5/27/77 1:45 p.m.	10/21/77 1:05 p.m.	7/20/77 3:45 p.m.	2/23/77 11:40 a.m.	Date & Time of Filing of Lease with ICC
8770-A	8798	8654	8582	8246-B	8837	9049	8796-C	8709	ICC Recordation Number for Lease

Marinette, Tomahawk 3 & Western Railroad Co.	Lake Erie, Franklin l & Clarion Railroad Company	FMC Chemical	Greenville & Northern & Railway Company	Green Mountain Railroad Company	Escanaba and Lake 1 Superior Railroad Company	Corinth & Counce 4 Railroad Company	Clarendon & Pittsford     Railroad Company	City of Prineville 4 Railway	Lessee under Lease
3/26/76	1/3/77	12/3/76	8/6/76	8/6/76	12/22/76	4/29/77	10/18/76	4/26/77	Date of I
6/30/77	1/21/77 2:30 p.m.	5/11/77 1:15 p.m.	11/25/77 1:15 p.m.	10/21/77 1:05 p.m.	1/10/77 2:05 p.m.	5/27/77 1:45 p.m.	1/12/77 1:45 p.m.	7/20/77 3:45 p.m.	Date & Time of Filing of Lease I with ICC N
8871	8668	8809-A	9102	9050	8653	8838	8658	8896	ICC Recordation Number for Lease

Providence & Worcester Company	Providence & Worcester Company	Port Huron & Detroit Railroad Company	Pearl River Valley Railroad Company	North Louisiana & Gulf Railroad Company	New Orleans Public Belt Railroad	Minnesota, Dakota and Western Railway Company	Meridian & Bigbee Railroad Company	McCloud River Railroad Company	Massena Terminal Railroad Company	Lessee under Lease
9/30/77	1/14/77	2/22/77	3/24/76	7/21/77	6/17/77	6/22/76	6/1/77	4/20/77	9/16/77	Date of Lease
11/10/77 2:20 p.m.	1/21/77 2:30 p.m.	4/27/77 12:45 p.m.	8/27/76 1:30 p.m.	11/10/77 2:20 p.m.	7/26/77 9:15 a.m.	10/1/76 3:30 p.m.	11/10/77 2:20 p.m.	5/11/77 1:15 p.m.	11/10/77 2:20 p.m.	Date & Time of Filing of Lease with ICC
9071	8669	8799	8487-A	9073	8904	8501	9072	8819	9074	ICC Recordation Number for Lease

Vermont Railway, Inc.	Vermont Northern Railroad Company/ St. Jojnnsbury & Lamoille County Railroad	Valdosta Southern Railroad Company	Toledo, Peoria and Western Railroad Company	Texas, Oklahoma and Eastern Railroad Company	Terminal Railway Alabama State Docks	Rockdale, Sandow & Southern Railroad Company	Sierra Railroad Company	Sabine River & Northern Railroad Company	Lessee under Lease
12/4/75	12/30/75	3/26/76	1/12/77	7/11/77	4/4/77	9/16/77	9/1/75	3/26/76	Date of Lease
3/26/76 2:20 p.m.	4/11/77 11:30 a.m.	5/25/76 10:45 a.m.	1/24/77 2:45 p.m.	9/8/77 11:10 a.m.	4/27/77 12:45 p.m.	11/10/77 2:20 p.m.	1/18/77 3:05 p.m.	9/1/76 1:50 p.m.	Date & Time of Filing of Lease with ICC
8246-B	8457-J 8457-K	8343-A	8676	8983	8797	9075	8457	8272-E	ICC Recordation Number for Lease



I, Martin D. Goodman, Secretary of SSI Rail Corp. until December 30, 1977, when it was merged into Itel Corporation, a Delaware corporation, of One Embarcadero Center, San Francisco, California, on the date hereof am a Vice President-Legal Services of Itel Corporation, Transportation Services Group, and as such am authorized to advise you that the facts set forth in my letter to you dated January 4, 1978, to which this statement is attached, are true and correct. Attached hereto as Schedule 1 is a copy of the Certificate of Ownership and Merger evidencing the merger of SSI Rail Corp. into Itel Corporation.

Martin D. Goodman

STATE OF CALIFORNIA)

SS:

CITY AND, COUNTY OF

SAN FRANCISCO

On this 4th day of January, 1978, before me personally appeared Martin D. Goodman, to me personally known, who, being by me duly sworn, says that he is a Vice President-Legal Services of Itel Corporation, Transportation Services Group, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

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C. M. Kum Notary Public

TWO EMBARCADERO CENTER SAN FRANCISCO CALIFORNIA 94111 (415) 955-9090 TELEX 34-234

## CERTIFICATE OF OWNERSHIP AND MERGER

## MERGING

ITEL DATA PRODUCTS CORPORATION. ITEL CAPITAL SERVICES CORPORATION, in the office of the Secretary of State ITEL DATA SERVICES CORPORATION. SSI RAIL CORP.. ITEL INSURANCE CORPORATION, and ITEL CORPORATION

**ENDORSED** of the State of California DEC3 0 1977 MARCH FONG EU, Secretary of State By BILL HOLDEN Deputy

NTO

## ITEL CORPORATION

ITEL Corporation, a corporation organized and existing under the laws of the State of Delaware.

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 6th day of December. 1967, pursuant to the General Corporation Law of the State of Delaware;

SECOND: That this corporation owns all of the outstanding shares of the stock of the following corporations, which were incorporated pursuant to the general corporation laws of the respective states and on the respective dates set forth adjacent to their respective names:

ITEL Data Products Corporation...Delaware...October 3, 1975;

Itel Capital Services Corporation....Delaware....June 22, 1970;

Itel Data Services Corporation....Delaware....May 26, 1969;

SSI RAIL CORP. ...Delaware...May 27, 1975;

ITEL INSURANCE CORPORATION....California....March 24, 1976; and ITEL Corporation...Nevada...June 18, 1969.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting thereof on November 17, 1977, determined to and did merge into itself said ITEL Data Products Corporation, Itel Capital Services Itel Data Services Corporation, SSI RAIL CORP., ITEL INSURANCE Corporation, CORPORATION, and ITEL Corporation:

WHEREAS, this corporation owns all of the outstanding shares of ITEL Data Products Corporation, Itel Capital Services Corporation, Itel Data Services Corporation, SSI RAIL CORP., ITEL INSURANCE CORPORATION, and ITEL Corporation, the first four of which are Delaware corporations, the fifth of which is a California corporation, and the last of which is a Nevada corporation; and

WHEREAS, in the opinion of this Board of Directors it would be in the best interests of this corporation to merge the above wholly-owned subsidiaries into this corporation:

NOW, THEREFORE, BE IT RESOLVED, that this corporation merge, pursuant to the General Corporation Law of the State of Delaware, and it hereby does merge, into itself said wholly-owned subsidiaries, and assume, and it hereby does assume, all of the liabilities and obligations of such corporations; and

RESOLVED FURTHER, that the mergers shall be effective as of the close of business on December 30, 1977; and

RESOLVED FURTHER, that the proper officers of this corporation be, and they hereby are, directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said wholly-owned subsidiaries, and to assume the liabilities and obligations of such, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of Delaware and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect said mergers.

IN WITNESS WHEREOF, ITEL Corporation has caused this certificate to be signed and dated this 164 day of December, 1977.

ITEL Corporation

y ////

PETER S. REDFIELD

President

ATTEST:

DAVID N. KUHN

Assistant Secretary



## State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of

Certificate of Ownership of the "ITEL Corporation", a corporation organized and existing under the laws of the State of Delaware, merging "ITEL Data Products Corporation", "Itel Capital Services Corporation", "Itel Data Services Corporation" and "SSI RAIL CORP.", corporations organized and existing under the laws of the State of Delaware, "ITEL INSURANCE CORPORATION", a corporation organized and existing under the laws of the State of California and "ITEL Corporation", a corporation organized and existing under the laws of the State of Nevada, pursuant to Section 253 of the General Corporation Law of the State of Delaware, as received and filed in this office the twenty-second day of December, A.D. 1977, at 10 o'clock A.M.

		y Whereof, I had seal at Dover this	se hercunto set my hand twenty-secondday
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